

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
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ORDER UNDER 11 U.S.C. § 1113(c) AUTHORIZING REJECTION OF
COLLECTIVE BARGAINING AGREEMENTS AND UNDER 11 U.S.C. § 1114(g)
AUTHORIZING MODIFICATION OF RETIREE WELFARE BENEFITS

("SECTION 1113 AND 1114 ORDER")

Upon the motion, dated March 31, 2006 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 1113(c) and 1114(g) of the Bankruptcy Code¹ authorizing the Debtors to (a) reject the collective bargaining agreements between the Debtors and the UAW, IUE-CWA, USWA, IAM, IBEW, and IUOE, and their local affiliates (collectively, the "Unions"), and (b) modify the medical and life insurance benefits for hourly retirees; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other

¹ As used herein, the term "Bankruptcy Code" means chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended.

or further notice is necessary; and after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized to reject the collective bargaining agreements between the Debtors and the Unions, upon ten calendar days' notice to the Court and the Unions.
3. The Debtors are authorized to modify their obligations to provide medical and life insurance benefits for hourly retirees, whether arising under its collective bargaining agreements or otherwise, effective October 1, 2006.
4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.
5. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: New York, New York
May ___, 2006

UNITED STATES BANKRUPTCY JUDGE